

SHERWIN JOHN JR
Form 4
February 16, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERWIN JOHN JR

2. Issuer Name and Ticker or Trading Symbol
BRUSH ENGINEERED MATERIALS INC [BW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

17876 ST. CLAIR AVE.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEVELAND, OH 44110

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
common stock	02/16/2007		M		2,000 A \$ 5.61	2,000	D
common stock	02/16/2007		M		2,000 A \$ 12.36	4,000	D
common stock	02/16/2007		M		2,000 A \$ 14.8	6,000	D
common stock	02/16/2007		S		4,700 D \$ 44.23	1,300	D
common stock	02/16/2007		S		200 D \$ 44.27	1,100	D

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common stock	02/16/2007	S	900	D	\$ 44.38	200	D	
common stock	02/16/2007	S	100	D	\$ 44.44	100	D	
common stock	02/16/2007	S	100	D	\$ 44.45	0	D	
common stock						7,101	I	See footnote <u>(1)</u>
common stock						1,873 <u>(2)</u>	D	
common stock						1,429	I	See footnote <u>(3)</u>
common stock						7,795	I	See footnote <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to buy)	\$ 5.61	02/16/2007		M	2,000	11/07/2003	05/07/2013	common stock	2,000
Employee Stock option (right to buy)	\$ 12.36	02/16/2007		M	2,000	11/08/2002	05/08/2012	common stock	2,000

Employee Stock Option (Right to buy)	\$ 14.8	02/16/2007	M	2,000	11/04/2005	05/04/2015	common stock	2,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERWIN JOHN JR 17876 ST. CLAIR AVE. CLEVELAND, OH 44110		X		

Signatures

Susan J. MacDonald / Atty in fact	02/16/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquired and held by trust for the Brush Engineered Materials Inc. Deferred Compensation Plan for Non-employee Directors and the 1997 Stock Incentive Plan.
- (2) Restricted Stock Units
- (3) Reflects shares held by the reporting person as trustee for son, John (1,026) and daughter, Heather (403).
- (4) Reflects shares held in living trust of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.